Chapman and Cutler LLP Attorneys at Law · Focused on Finance*

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FEB 1 8 10 -11-45 AM

February 17, 2010

SURFACE TRANSPORTATION BOARD

Chief Section of Administration Office of Proceedings Surface Transportation Board 395 E Street, S.W. Washington, DC 20423-0001

Re:

TTX Company Termination of Lease and Security Documents Lease No. 31B

Dear Section Chief:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two copies of the Termination of Lease (No. 31B), dated as of February 18, 2010, between U.S. Bank National Association (successor to The Connecticut National Bank) not in its individual capacity, but solely as Owner Trustee, as lessor (the "Lessor"), and TTX Company (formerly Trailer Train Company) as lessee (the "Lessee").

Please note that the enclosed document relates to the lease agreement previously filed under Recordation Number 16495 and supplements thereto were subsequently filed under Recordation Numbers 16495-A through H.

The names and addresses of the parties to the enclosed document are as follows:

Chapman and Cutler LLP

Lessee:

TTX Company

101 North Wacker Drive Chicago, Illinois 60606

Lessor:

U.S. Bank National Association

Corporate Trust Services

225 Asylum Street - 23rd Floor

Hartford, CT 06103

A description of the equipment covered as of the date hereof by the aforesaid memorandum is:

The 260 railcars (including casualties) within the series TTAX 76001 - TTAX 76173, TTAX 78000 - TTAX 78049 and TTLX 60400 - TTLX 60599 as more specifically described in Schedule 1 attached hereto.

A short summary of the document to appear in the index follows:

Termination of Lease (No. 31B).

A fee of forty-one dollars (\$41.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Robert Alvord, Esq. Alvord and Alvord 1050 Seventeenth Street, N.W. Suite 301 Washington, DC 2003

If you have any questions or need further information, please do not hesitate to contact the undersigned at (312) 845-3724.

Chapman and Cutler LLP

Sincerely,

CHAPMAN AND CUTLER LLP

Denitte A German

DAG/meg Enclosures

EXHIBIT A RAILCARS

PURCHASED RAILCARS

| | | | Number |
|--------------------------------------|-----------|---------------|---------|
| EQUIPMENT TYPE | BUILDER | CAR NUMBERS | OF CARS |
| Five-unit all purpose articulated | TRINITY | 76001 | 59 |
| spine cars - TTAX | | 76036 - 76038 | |
| - | | 76040 - 76058 | |
| | | 76060 - 76066 | |
| | | 76068 - 76072 | |
| | | 76074 | |
| | | 76140 - 76142 | |
| | | 76150 - 76155 | |
| | | 76157 | |
| | | 76150 76160 | |
| | | 76159 - 76162 | |
| | | 76164 - 76170 | |
| | | 76172 - 76173 | |
| Five-unit all purpose articulated | BETHLEHEM | 78000 - 78041 | . 48 |
| spine cars - TTAX | | 78043 - 78047 | |
| | | 78049 | |
| Five platform flatcar for trailers - | THRALL | 60400 | 135 |
| TTLX | | 60402 | |
| | | 60409 | |
| | | 60415 | |
| | | 60455 | |
| | | 60457 - 60475 | |
| | | 60477 - 60486 | |
| | | 60488 - 60543 | |
| | | 60545 - 60552 | |
| | | 60554 - 60561 | |
| | | 60564 - 60565 | |
| | | 60569 - 60571 | |
| | | 60574 - 60590 | |
| | | 60592 - 60597 | |
| | | 60599 | |
| | | | |
| TOTAL PURCHASED | | | 242 |

CASUALTIED RAILCARS

| | | | NUMBER |
|--------------------------------------|----------------|-------------|---------|
| EOUTPMENT TYPE | BUILDER | CAR NUMBERS | OF CARS |
| Five-unit all purpose articulated | TRINITY | 76039 | 8 |
| spine cars - TTAX | | 76059 | |
| | | 76067 | |
| | | 76073 | |
| | | 76156 | |
| | | 76158 | |
| | | 76163 | |
| | | 76171 | |
| Five platform flatcar for trailers - | THRALL | 60456 | 10 |
| TTLX | | 60476 | |
| | | 60487 | |
| | | 60544 | |
| | | 60553 | |
| | | 60567 | |
| | | 60572 | |
| | | 60573 | |
| | | 60591 | |
| | | 60598 | |
| TOTAL CASUALTIED | | | 18 |
| 10 ma Chothalian | | ! | 117 |
| TOTAL ALL RAILCARS | | , | 260 |

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SURFACE TRANSPORTATION BOARD

TERMINATION OF LEASE (STB)

THIS TERMINATION OF LEASE (No. 31B) is made and entered into as of February 18, 2010 by and between U.S. BANK NATIONAL ASSOCIATION (successor to The Connecticut National Bank), not in its individual capacity, but solely as Owner Trustee, as Lessor ("Lessor"), and TIX COMPANY (formerly Trailer Train Company) as Lessee ("Lessee").

- 1. Lessor has leased to Lessee certain railroad equipment pursuant to the Lease of Railroad Equipment (No. 31B), dated as of August 1, 1989 (as amended, modified or supplemented, the "Lease"), a copy of which (or evidence thereof) was filed with the Interstate Commerce Commission (predecessor to the Surface Transportation Board) pursuant to the provisions of 49 U S.C. Section 11303 on August 28, 1989 under Recordation Number 16495-B, and filings relating to the subject railears were also filed under Recordation Numbers 16495-A, and 16495-C through H.
- 2. The Lease is terminated effective as of the date hereof and Lessor hereby releases all of its right, title and interest in and to the railroad equipment set forth on Exhibit A attached hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this termination to be duly executed by their respective officers duly authorized as of the date and year first above written.

U.S. BANK NATIONAL ASSOCIATION, not in its individual capacity, but solely as Owner Trustee

Name Title:

Cauna M. Silva Vice President

| STATE OF CONNECTICUT) | | | | | |
|--|--------------|----------------|----------------|--------------------|---|
|) | SS.: | | | | |
| COUNTY OF HARTFORD) | | | | | |
| · A | | | | | |
| On this, the 18 day | of February | , 2010, before | me, a Notary | y Public in | and for said |
| County and State, personally a | ppeared | Cauna M. Sit | va , who be | ing by me | duly sworn. |
| On this, the 18 day County and State, personally a says that (s)he is the Vice P instrument was signed on February | resident | of U.S. BA | NK NATIONAL | ASSOCIAT | ION, that said |
| instrument was signed on Febru | ary 18, 2010 | on behalf of | said national | association | by authority |
| of its Board of Directors, and (s | | | | | |
| was the free act and deed of said | | | | | 8 |
| | | | | | |
| In Witness Whereof, I | have hereun | ito set my han | d and official | seal on th | ie date above |
| mentioned. | | | | | |
| | | . 11 | يا لاين | 111 | |
| | | T.A. | un K. J | W | *********** |
| | | Name: | - 8 | AN | MARIEND EELT |
| | | Notary Pub | olic 🖁 | 74,85 NO | TARY PUBLIC - CONNECTICUT |
| | | | ssion Expires | M. | Comm Expires Feb 28, 2014 |
| | | Residing in | | #85665596 9 | 1989300000000000000000000000000000000000 |
| | | | 14.5 177.77 | -41.1 m | 7 |

EXHIBIT A RAILCARS

PURCHASED RAILCARS

| EQUIPMENT TYPE Five-unit all purpose atticulated spine cats - TTAX TRINITY 76001 76036 - 76038 76040 - 76058 76040 - 76058 76060 - 76066 7608 - 76072 76074 76140 - 76142 76150 - 76155 76157 76159 - 76162 76164 - 76170 76172 - 76173 Five-unit all purpose articulated spine cars - TTAX THRALL 60400 Five platform flatcar for wallers - THRALL 60400 60415 60457 - 60477 60486 60488 - 60545 60457 - 60475 60477 - 60486 60488 - 60552 60554 - 60552 60554 - 60551 60574 - 60590 60592 - 60597 60599 | Farmer at the Trans | , Designation | Q No | NUMBER |
|---|-----------------------------------|------------------|-----------------------|---------|
| Five-unit all purpose articulated spine cars - TTAX Five-unit all purpose articulated spine cars - TTAX Five-unit flatcar for uniters - THRALL Five platform flatcar for uniters - THRALL TTILX Five-unit flatcar for uniters - THRALL Five platform flatcar for uniters - THRALL Five platform flatcar for uniters - Goddon | EQUIPMENT TYPE | BUILDER | CAR NUMBERS | OF CARS |
| 76040 - 76058 76060 - 76066 76068 - 76072 76074 76140 - 76142 76150 - 76155 76157 76159 - 76162 76164 - 76170 76172 - 76173 Five-unit all purpose articulated spine cars - TI AX Five platform flatcar for trailers - THRALL 60400 Five platform flatcar for trailers - THRALL 60400 60402 60409 60415 60457 - 60475 60477 - 60486 60488 - 60543 60545 - 60552 60554 - 60552 60564 - 60561 60564 - 60565 60569 - 60571 60574 - 60590 60599 | | TRINITY | 76001 | 59 |
| 76060 - 76066 76068 - 76072 76074 76140 - 76142 76150 - 76155 76157 76159 - 76162 76164 - 76170 76172 - 76173 Five-unit all purpose articulated spine cars - TTAX Five platform flatear for uniters - TTLX THRALL 60400 135 60402 60409 60415 60455 60457 - 60475 60477 - 6(486 60488 - 60543 60545 - 60552 60554 - 60561 60564 - 60565 60569 - 60571 60574 - 60590 60599 | | | 76036 - 76038 | |
| 76068 - 76072 76074 76140 - 76142 76150 - 76155 76157 76159 - 76162 76164 - 76170 76172 - 76173 Five-unit all purpose articulated spine carv - TTAX Five platform flatear for uniters - THRALL 60400 Five platform flatear for uniters - THRALL 60400 60415 60455 60457 - 60475 60477 - 60486 60488 - 60543 60545 - 60552 60554 - 60561 60564 - 60565 60569 - 60571 60574 - 60590 60599 | | | 76040 - 76058 | |
| 76074 76140 - 76142 76150 - 76155 76157 76159 - 76162 76164 - 76170 76172 - 76173 Five-unit all purpose articulated spine cars - TTAX BETHLEHEM 78000 - 78041 78049 Five platform flatcar for uniters - THRALL 60400 60402 60409 60415 60455 60457 - 60475 60477 - 60486 60488 - 60543 60545 - 60552 60554 - 60565 60569 - 60571 60574 - 60590 60592 - 60597 60599 | | | 76060 - 76066 | |
| 76140 - 76142 76150 - 76155 76157 76159 - 76162 76164 - 76170 76172 - 76173 Five-unit all purpose articulated spine cars - TT AX Five platform flatcar for unilers - TTLX THRALL 60400 60409 60415 60409 60415 60486 60488 - 60543 60545 - 60552 60554 - 60561 60564 - 60565 60599 - 60571 60574 - 60590 60599 | | | 76068 - 76072 | |
| 76159 - 76155 76157 76159 - 76162 76164 - 76170 76172 - 76173 Five-unit all purpose articulated spine cars - TTAX Five platform flatcar for trailers - THRALL Five platform flatcar for trailers - THRALL 60400 60402 60409 60415 60455 60457 - 60477 60486 60488 - 60543 60545 - 60552 60554 - 60561 60564 - 60565 60569 - 60571 60574 - 60590 60592 - 60597 60599 | | | 76074 | |
| 76157 76159 - 76162 76164 - 76170 76172 - 76173 Five-unit all purpose articulated spine cars - TTAX Five platform flatcar for uniters - THRALL Five platform flatcar for uniters - THRALL 60400 60402 60409 60415 60457 - 60475 60457 - 60475 60477 - 60486 60488 - 60543 60545 - 60552 60554 - 60561 60564 - 60565 60569 - 60571 60574 - 60590 60599 | | | 76140 - 7 6142 | |
| 76159 - 76162 76164 - 76170 76172 - 76173 Five-unit all purpose articulated spine cars - TTAX Five platform flatcar for trailers - THRALL 60400 60402 60409 60415 60455 60457 - 60475 60477 - 6(1486 60488 - 60543 60545 - 60552 60545 - 60552 60554 - 60565 60569 - 50571 60574 - 60590 60592 - 60597 60599 | | | 76150 - 76155 | |
| 76164 - 76170 76172 - 76173 Five-unit all purpose articulated spine cars - TLAX Five platform flatcar for uniters - THRALL THRALL 60400 60402 60409 60415 60457 - 60475 60477 - 60486 60488 - 60543 60545 - 60552 60554 - 60565 60569 - 60571 60574 - 60590 60599 | | | 76157 | |
| Five-unit all purpose articulated spine cars - TTAX Five platform flatcar for uniters - THRALL Five platform flatcar flat flat flat flat flat flat flat flat | | | 76159 - 76162 | |
| Five-unit all purpose articulated spine cars - TTAX Pive platform flatear for uniters - THRALL Five platform flatear for uniters - THRALL Five platform flatear for uniters - THRALL 60400 60402 60409 60415 60455 60457 - 60475 60477 - 60486 60488 - 60543 60545 - 60552 60554 - 60561 60564 - 60565 60569 - 60571 60574 - 60590 60599 | | | 76164 - 76170 | |
| Five platform flatcar for trailers - THRALL 60400 135 TTLX 60402 60409 60415 60455 60457 - 60475 60477 - 60486 60488 - 60543 60545 - 60552 60554 - 60561 60564 - 60565 60569 - 50571 60574 - 60590 60592 - 60597 60599 | | | 76172 - 76173 | |
| 78049 Five platform flatcar for trailers - THRALL 60400 135 TTLX 60402 60409 60415 60455 60457 - 60475 60477 - 60486 60488 - 60543 60545 - 60552 60554 - 60561 60564 - 60565 60569 - 50571 60574 - 60590 60592 - 60597 60599 | Five-unit all purpose articulated | BETHLEHEM | 78000 - 78041 | 48 |
| Five platform flatcar for trailers - THRALL 60400 135 TTLX 60402 60409 60415 60455 60457 - 60475 60477 - 60486 60488 - 60543 60545 - 60552 60554 - 60561 60564 - 60565 60569 - 50571 60574 - 60590 60592 - 60597 60599 | spine cars - TTAX | | 78043 - 78047 | |
| 60402 60409 60415 60455 60457 - 60475 60477 - 60486 60488 - 60543 60545 - 60552 60554 - 60561 60564 - 60565 60569 - 60571 60574 - 60590 60599 | | | 78049 | |
| 60409 60415 60455 60457 - 60475 60477 - 60486 60488 - 60543 60545 - 60552 60554 - 60561 60564 - 60565 60569 - 60571 60574 - 60590 60592 - 60597 | - | THRALL | | 135 |
| 60415 60457 - 60475 60477 - 60486 60488 - 60543 60545 - 60552 60554 - 60561 60564 - 60565 60569 - 60571 60574 - 60590 60592 - 60597 | TTLX | | | |
| 60455 60457 - 60475 60477 - 60486 60488 - 60543 60545 - 60552 60554 - 60561 60564 - 60565 60569 - 60571 60574 - 60590 60592 - 60597 | | | | |
| 60457 - 60475 60477 - 60486 60488 - 60543 60545 - 60552 60554 - 60561 60564 - 60565 60569 - 60571 60574 - 60590 60592 - 60597 | | · | | |
| 60477 - 60486 60488 - 60543 60545 - 60552 60554 - 60561 60564 - 60565 60569 - 60571 60574 - 60590 60592 - 60597 | | | | |
| 60488 - 60543 60545 - 60552 60554 - 60561 60564 - 60565 60569 - 60571 60574 - 60590 60592 - 60597 | | | | |
| 60545 - 60552 60554 - 60561 60564 - 60565 60569 - 60571 60574 - 60590 60592 - 60597 | | | | |
| 60554 - 60561 60564 - 60565 60569 - 60571 60574 - 60590 60592 - 60597 60599 | | | | |
| 60564 - 60565 60569 - 50571 60574 - 60590 60592 - 60597 60599 | | | | |
| 60569 - 60571 60574 - 60590 60592 - 60597 60599 | | | | |
| 60574 - 60590 60592 - 60597 60599 | | | | |
| 60592 - 60597 60599 | | | | |
| 60599 | | | | |
| | | | | |
| TOTAL PURCHASED 242 | | | 00077 | |
| | TOTAL PURCHASED | | | 242 |

CASUALTIED RAILCARS

| | | | NUMBER |
|--------------------------------------|---------|-------------|---------|
| EOUIPMENT TYPE | Builder | CAR NUMBERS | OF CARS |
| Five-unit all purpose articulated | TRINITY | 76039 | 8 |
| spine cars - TTAX | | 76059 | |
| | | 76067 | |
| | | 76073 | |
| | | 76156 | |
| | | 76158 | |
| | | 76163 | |
| | | 76171 | |
| Five platform flatcar for trailers - | 'THRALL | 60456 | 10 |
| TTLX | | 60476 | |
| | | 60487 | |
| | | 60544 | |
| | | 60553 | |
| | | 60567 | |
| | | 60572 | |
| | | 60573 | |
| | | 60591 | |
| • | | 60598 | |
| TOTAL CASUAL TIED | | • | 35. |
| TOTAL CASOVI HED | | • | ib |
| TOTAL ALL RAILCARS | | | 260 |

CERTIFICATION

| I, Robert W. Alvord, attorney licensed to pract | |
|---|------------------|
| District of Columbia, do hereby certify under pattached copy with the original thereof and ha | |
| identical in all respects to the original docume | , , |
| | Ceffen 5 |
| Dated: 2 18] 1.0 | |
| | Robert W. Alvord |